

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
FLEMING COMPANIES, INC., <u>et al.</u> ,)	Case No. 03-10945 (PJW)
)	
<u>Debtors.</u>)	(Jointly Administered)
)	
KRAFT FOODS GLOBAL, INC.,)	
)	
Appellant,)	
)	
v.)	Civil Case No. 1:05-cv-00832
)	
POST-CONFIRMATION TRUST,)	
)	
<u>Appellee.</u>)	
)	
FOOD MARKETING GROUP, INC.,)	
)	
Appellant,)	
)	
v.)	Civil Case No. 1:05-cv-00833
)	
POST-CONFIRMATION TRUST,)	
)	
<u>Appellee.</u>)	

**MOTION OF FOOD MARKETING GROUP, INC.
TO CONSOLIDATE APPEALS**

Food Marketing Group, Inc. (“FMG”), by its counsel, moves this Court for an order consolidating its appeal with the appeal of Kraft Food Global, Inc, and in support of this Motion, FMG respectfully represents as follows:

1. On August 25, 2005, the Reclamation Creditors’ Trust (the “RCT”) filed a Motion (the “RCT Motion”) to (i) Enforce the Reorganization Plan and Confirmation Order, (ii) Enjoin the Post-Confirmation Trust (the “PCT”) from Pursuing Claims Against Employees of Reclamation Creditors to Recover RCT Assets from their Reclamation Creditor Employers and, (iii) Determine that the Claims of the PCT Against Employees of Reclamation Creditors

Constitute RCT Assets [Docket 11559]. FMG and certain other reclamation creditors filed responses in support of the RCT Motion [Docket Nos. 11818, 11862, 11865, and 11867].

2. On October 4, 2005, the PCT filed a Response to the RCT Motion and Cross-Motion for Declaratory Relief (the "PCT Cross-Motion") [Docket No. 11822].

3. On October 19, 2005, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") held a hearing to consider the RCT Motion and the PCT Cross-Motion and granted the PCT's Cross-Motion. The Bankruptcy Court entered an Order granting the PCT's Cross-Motion [Docket No. 11930] (the "October 20, 2005 Order").

4. On October 31, 2005, Kraft Foods Global, Inc. ("Kraft") filed a notice of appeal of the October 20, 2005 Order. Kraft's appeal was assigned Civil Case No. 1:05-cv-00832. Shortly thereafter, FMG filed a notice of appeal which was assigned Civil Case No. 1:05-cv-00832.¹

5. The facts of Kraft's and FMG's appeals arise from the same aggregate facts and the October 20, 2005 Order. Further, Kraft's and FMG's appeals involve identical issues. Upon information and belief, Kraft and FMG intend to adopt the same legal and factual arguments in their respective appeals.

6. Consolidation of Kraft's and FMG's appeals is appropriate and serves the interest of judicial efficiency by permitting the Court to address the identical issues raised by both appeals. Additionally, consolidating the appeals would relieve the Court's docket from the congestion caused by the filing of identical motions in each of the appeals.

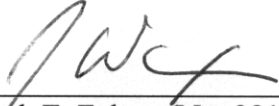
¹ Two other reclamation creditors, Kemps, LLC and Dean Foods Company also filed notices of appeals of the October 19, 2005 Order. FMG anticipates that Kemps, LLC and Dean Foods Company may also file motions to consolidate their respective appeals.

7. Further, by Order of this Court dated July 23, 2004, all appeals from the Bankruptcy Court are subject to mediation, the cost of which are to be split between the parties. By consolidating the appeals, Kraft, FMG and the PCT will be able to economically mediate the two appeals at the same time.

WHEREFORE, FMG respectfully requests that this Court enter an order (i) consolidating Kraft's and FMG's appeals under Civil Case No. 1:05-cv-00832; (ii) establishing the caption for this appeal as set forth in the attached form of order; and (iv) granting such other and further relief as may be just and proper.

Dated: December 7, 2005

COZEN O'CONNOR



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